

RECORDATION NO. 7279A Filed & Recorded - 1

JUN 14 1974 11:22 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of June 10, 1974, between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (hereinafter called the Manufacturer), and TRAILER TRAIN COMPANY, a Delaware corporation (hereinafter called the Company).

WHEREAS the Manufacturer and the Company have entered into a Purchase Agreement dated as of December 17, 1973, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 27, 1973, (recordation number 7279);

WHEREAS the parties hereto desire to amend the Purchase Agreement;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Item 2 of Annex A attached thereto is amended to read: "July 31, 1974".

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

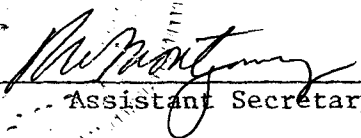
ACF INDUSTRIES, INCORPORATED,

by


Vice President

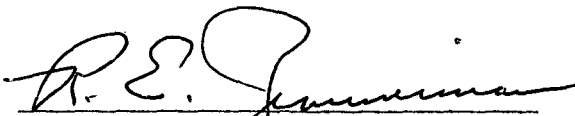
(Corporate Seal)

Attest:


Assistant Secretary


TRAILER TRAIN COMPANY,

by


Assistant Treasurer


(Corporate Seal)

Attest:


Assistant Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this *11th* day of June, 1974, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn says that he is the Assistant Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

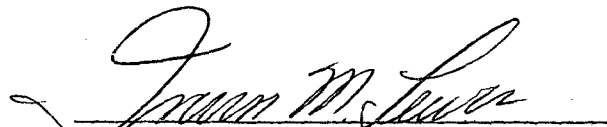
(NOTORIAL SEAL)

My Commission Expires: 2/17/75

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss.:

On this 12 day of June 1974, before me
personally appeared W. W. WILSON, to me personally
known, who, being by me duly sworn, says that he is a Vice President
of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the
foregoing instrument is the corporate seal of said corporation, that
said instrument was signed and sealed on behalf of said corporation
by authority of its Board of Directors, and he acknowledged that the
execution of the foregoing instrument was the free act and deed of
said corporation.


Notary Public

(Notarial Seal)

My Commission Expires:

IRWIN M. LEWIS
NOTARY PUBLIC, State of New York
No. 60-234777
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1975